

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
GENERAL MOTORS CORP.; et al.;	: 09-50026 (REG)
Debtors.	: (Jointly Administered)
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**DECLARATION AND DISCLOSURE STATEMENT OF PATRICK OGOLA
ONYANGO,**

ON BEHALF OF KEMBOY & COMPANY ADVOCATES

STATE OF NAIROBI)
) ss:
REPUBLIC OF KENYA)

PATRICK OGOLA ONYANGO, hereby declares, pursuant to section 1746 of title 28 of the United States Code:

1. I am a Partner of the firm of Kemboy & Company Advocates , located at 1st Floor, Acacia Suite, Riverside Green, Riverside Drive, Lavington, Nairobi, Kenya (the "Firm").

2. General Motors Corporation and certain of its subsidiaries , as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other

parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

6. The Debtors owe the Firm \$ 40,000.00 for pre-petition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I declare under penalty of perjury that the foregoing is true and correct. Executed on 22nd July 2009.

By: PATRICK OGOLA ONYANGO



PATRICK O. OGOLA
ADVOCATE
P. O. Box 19807-00100
NAIROBI

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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GENERAL MOTORS CORP.; et al.;	:
	:
Debtors.	:
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Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY GENERAL MOTORS CORPORATION OR ANY OF ITS DEBTOR SUBSIDIRIES (collectively, the "Debtors").

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Russell B. Brooks

All questions **must** be answered. Please use "none", "not applicable," or "N/A," as appropriate.

If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

KEMBOY & COMPANY ADVOCATES

ACACIA SUITE, 1ST FLOOR

P.O.BOX 19500-00100

NAIROBI, KENYA

2. Date of retention: 13TH SEPTEMBER 2008

3. Brief description of services to be provided:

CORPORATE REO-ORGANISATION WORK &
SECURITISATION OF ASSETS IN KENYA

4. Arrangements for compensation (hourly, contingent, etc):

HOURLY BILLING

(a) Average hourly rate (if applicable):

US \$ 100 per hour

(b) Estimated average monthly compensation based on pre-petition
retention (if firm was employed pre-petition):

US\$ 20,000.00

5. Prepetition claims against the Debtors held by the firm:

Amount of Claim: \$ 40,000.00

Date claim arose: 15th May 2009

Source of Claim: LEGAL FEES FOR WORK DONE

6. Prepetition claims against the Debtors held individually by any member
associate, or professional employee of the firm: NONE

Name: _____

Status: _____

Amount of Claim: \$ _____

Date Claim arose: _____

Source of Claim: _____

7. Stock of the Debtors currently held by the firm : **NONE**

Class of Shares: _____

No. of Shares: _____

8. Stock of the Debtors currently held individually by any member, associate,
or professional employee of the firm: **NONE**

Name: _____

Status: _____

Class of Shares: _____

No. of Shares: _____

9. Disclose the nature and provide a brief description of any interest adverse
to the Debtors or to their estates with respect to the matters on which the
above-named firm is to be employed. **NONE**

10. Name of individual completing this form:

PATRICK OGOLA ONYANGO - PARTNER



PATRICK O. OGOLA
ADVOCATE
P. O. Box 19807-00100
NAIROBI